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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Kruger Trade Group, Inc.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

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**NEW FILINGS**

- ☒ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION  
OF  
KRUGER TRADE GROUP, INC.**

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The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is **KRUGER TRADE GROUP, INC.** (hereinafter called the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE AND REGISTERED AGENT**

The street and mailing address of the initial principal place of business of the Corporation is 1609 Coral Ridge Drive, Ft. Lauderdale, Florida 33305-3525, such principal place of business of the Corporation may be relocated to such address and city within or without the state of Florida as may be designated by the Board of Directors of the Corporation (the "Board of Directors") from time to time. The name and address of the Corporation's initial registered agent in the state of Florida is Joseph R. Panzl, Esq., 700 W. Morse Boulevard, Suite 200, Winter Park, Florida 32789-3768.

**ARTICLE III - PURPOSE**

The Corporation was formed to, may, and is intended to, engage in any lawful act or activity for which corporations may be organized under the FBCA, including any amendments thereto.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of capital stock which the Corporation is authorized to have outstanding is One Thousand (1,000) shares, each of which shall be a voting Common Share with a par value of one cent (\$0.01) per share.

**ARTICLE V - BOARD OF DIRECTORS**

The Board of Directors shall consist of not fewer than one (1) nor more than five (5) members. The number of directors constituting the Board within these limits may be fixed, and increased or decreased, from time to time as provided in the Bylaws of the Corporation. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Members of the Board of Directors must be natural persons who are at least eighteen (18) years of age but need not be residents of Florida or shareholders of the Corporation.

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## ARTICLE VI - LIMITATION OF LIABILITY

To the fullest extent permitted under the FBCA and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to any statement, vote, decision, or failure to act, regarding corporate management or policy, by such director, unless the breach of or failure to perform his or her duties as a director satisfies the standards for liability set forth in §607.0831(1) of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the FBCA and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with §607.0830 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article VI shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

## ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors, administrators, and personal and legal representatives; *provided, however*, that, except for proceedings to enforce rights to indemnification the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors, administrators, or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by this Article VII shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition only upon the Corporation's receipt of an undertaking by or on behalf of the director or officer to repay such amounts if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article VII.

The Corporation may, to the extent authorized from time to time in the Corporation's Bylaws or otherwise by resolution of the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred by this Article VII to directors and officers of the Corporation. The rights to indemnification and to the advancement of expenses conferred in this Article VII shall not be exclusive of any other right(s) which any person may have or hereafter acquire under these Articles of Incorporation, the Bylaws of the Corporation, any statute, agreement, or vote of shareholders or disinterested directors, or otherwise. Any repeal or modification of this Article VII shall not adversely affect any right to indemnification and to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any act or omission occurring prior to such repeal or modification.

The Corporation shall have the power and authority to purchase and maintain insurance (including, without limitation, errors and omissions insurance) on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the

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TREASURY OF THE STATE OF CALIFORNIA

Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability or expenses asserted against such person or whether or not the Corporation would have the power to indemnify him or her against such liability or expenses under the provisions of this Article VII.

#### **ARTICLE VIII – SPECIAL MEETINGS OF SHAREHOLDERS**

Special meetings of the shareholders of the Corporation shall be held only when called by the Board of Directors of the Corporation, or when requested in writing by the holders of not fewer than twenty percent (20%) of all votes entitled to be cast on any issue to be considered at the meeting.

#### **ARTICLE IX - BYLAWS**

In furtherance and not in limitation of the powers conferred by the laws of the state of Florida, each of the Board of Directors and the shareholders is expressly authorized and empowered to make, alter, amend, and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the state of Florida or with these Articles of Incorporation. For the shareholders to make, alter, amend, or repeal the Bylaws of the Corporation in any respect, such action (in addition to any other vote required under applicable law or elsewhere in these Articles of Incorporation) must be approved by the affirmative vote of the holders of a majority of the outstanding shares of capital stock entitled to vote thereon. The Corporation's Board of Directors may freely alter, amend, or repeal the Bylaws of the Corporation unless: (a) these Articles of Incorporation or the FBCA (as the same exists or may hereafter be amended) reserves the power to alter, amend, or repeal the Bylaws generally or a particular Bylaw provision exclusively to the shareholders; or, (b) the shareholders of the Corporation, in altering, amending, or repealing the Bylaws generally or a particular Bylaw provision, provide expressly that the Board of Directors may not alter, amend, or repeal the Bylaws or that Bylaw provision.

#### **ARTICLE X – AMENDMENTS TO ARTICLES OF INCORPORATION**

The Corporation reserves the right to alter, amend, or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, in the manner provided in the FBCA (as the same exists or may hereafter be amended), and any and all rights conferred upon the shareholders as shareholders of the Corporation is subject to this reservation.

#### **ARTICLE XI - TERM OF EXISTENCE**

The Corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

#### **ARTICLE XII - INCORPORATOR**

The name and street address of the incorporator of the Corporation are:

**Name**

Joseph R. Panzl, Esq.

**Address**

700 W. Morse Boulevard  
Suite 200  
Winter Park, FL 32789-3768

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 9th day of September, 2013.

Joseph R. Panzl  
Joseph R. Panzl, Esq.,  
Incorporator

**ACKNOWLEDGMENT**

STATE OF FLORIDA            )  
  ) SS:  
COUNTY OF ORANGE        )

The foregoing instrument was acknowledged before me this 9th day of September, 2013, by **Joseph R. Panzl, Esq.**, as incorporator, who is personally known to me.

Theresa A. Leduc  
Notary Public  
Commission Stamp:



**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, **Joseph R. Panzl, Esq.**, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.

Joseph R. Panzl  
Joseph R. Panzl, Esq.

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